

DIGITAL POWER CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 4/5/2000 For Period Ending 3/1/2000

Address	41920 CHRISTY ST FREMONT, California 94538
Telephone	510-657-2635
CIK	0000896493
Industry	Electronic Instr. & Controls
Sector	Technology
Fiscal Year	12/31

U.S. SECURITIES AND EXCHANGE COMMISSION

1. Name and Address of Reporting Person*/			2. Issuer Name and	5. Relationship of Reporting
			Ticker or Trading Symbol	Person(s) to Issuer
				(Check all applicable)
(Last)	(First)	(Middle)		-X- Director --- 10% Owner
SMITH,	ROBERT		DIGITAL POWER CORPORATION	-X- Officer --- Other
			(AMEX:DPW)	(give title below) (specify below)
				CHIEF EXECUTIVE OFFICER
-----			-----	-----
			3. Statement 4. If Amendment, Date	6. Individual or Joint/Group Filing
			for Month/Year of Original(Month/Year)	(Check Applicable Line)
			03/2000 ----	X Form filed by one Reporting Person
				-- Form filed by More than One
				Reporting Person
-----			-----	-----
C/O DIGITAL POWER CORPORATION				
41920 CHRISTY STREET				

(Street)				

FREMONT, CALIFORNIA 94538				

(City) (State) (Zip)				

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Inst.3)	2. Transaction Date (Mo/Day/Yr)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D)(Instr.3,4,and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect(I) (Instr.4)	7.Nature of Ownership (Instr.4)
n/a						

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(e.g., puts, calls, warrants, options, convertible securities)

Title of Derivative Security (Instr. 3)	Conversion/Exercise Price of Derivative/Security	Trans-action Date (Mo./Day/Year)	Trans-action Code (Instr. 8)	Nature of Derivative Securities/Acquired/Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 4)	Number of Derivative Securities (Instr. 4)	Ownership Form of Derivative Security: Direct (D) or Indirect/	Nature of Indirect Ownership (Instr. 4)
OPTIONS TO PURCHASE COMMON STOCK	(1)	/3/1/00	/ A /	/100,000/	/ IMMED. /1/3/2010/	/COMMON /STOCK/	/ GRANT /	/598,400 /	D	

(1) PURSUANT TO MR. SMITH'S EMPLOYMENT CONTRACT EXECUTED ON MARCH 1, 2000, THE EXERCISE PRICE SHALL BE EQUAL TO THE LOWER OF (A) THE CLOSING PRICE OF THE COMMON STOCK AS OF JANUARY 3, 2000 (\$1.56) OR (B) THE AVERAGE CLOSING PRICE OF THE COMMON STOCK FOR THE FIRST SIX MONTHS OF THE YEAR.

Explanation of Responses:

****Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**

/s/ROBERT SMITH

4/3/2000

Robert Smith

Date _____

****Signature of Reporting Person**

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

End of Filing

Powered By **EDGAR**[®]
Online[®]

© 2005 | EDGAR Online, Inc.